

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS**

GERALD GEORGE, et al.,

Plaintiffs,

v.

KRAFT FOODS GLOBAL, INC., et al.,

Defendants.

Case No. 08-CV-03799

Judge Ruben Castillo

ALTRIA DEFENDANTS' MOTION TO DISMISS PLAINTIFFS' COMPLAINT

Defendants Corporate Employee Plan Investment Committee of the Board of Directors of Altria Group, Inc. (f/k/a Phillip Morris Companies Inc.), Altria Corporate Services, Inc., and Benefits Investment Group of Altria Corporate Services, Inc. (collectively referred to as the "Altria Defendants"), pursuant to Federal Rule of Civil Procedure 12(b)(6), hereby move to dismiss the Complaint in the above-captioned action. In support of their motion, the Altria Defendants state as follows:

1. On July 2, 2008, Plaintiffs filed a Complaint against the Altria Defendants, as well as various individuals and entities affiliated with Kraft Foods Global, Inc. (the "Kraft Defendants"). The Complaint asserts various claims for breach of fiduciary duty under the Employee Retirement Income Security Act of 1974 ("ERISA") in connection with the administration of the Kraft Foods Global Inc. Thrift Plan, Plan No. 125 (the "Plan").

2. Many of the allegations asserted against the Altria Defendants are duplicative of claims asserted by Plaintiffs in an action filed on October 16, 2006 against several of the Kraft Defendants. In that action, plaintiffs were denied leave to amend the Complaint to assert additional claims, including those asserted against the Altria Defendants in this lawsuit.

3. On August 21, 2008, the Altria Defendants' counsel sent a letter to Plaintiffs' counsel, notifying Plaintiffs of the legal and factual bases for this Motion to Dismiss, in an effort to resolve the matters relating to this Motion and in compliance with this Court's case management procedure.

4. On August 22, 2008, the Kraft Defendants filed a motion to dismiss the claims against the Kraft Defendants. These same claims are asserted against the Altria Defendants.

5. As stated in further detail in the Memorandum of Law In Support of the Altria Defendants' Motion to Dismiss, the Complaint should be dismissed for the reasons stated in the Motion to Dismiss filed by the Kraft Defendants, and in addition, because: (i) all of the claims asserted against the Altria Defendants are barred by the statute of limitations; (ii) Plaintiffs have failed to state an ERISA disclosure claim because ERISA does not require additional disclosures beyond those made by the Plan; (iii) the fiduciary immunity provisions of ERISA § 404(c) insulate defendants from all of Plaintiffs' fiduciary breach claims; (iv) Plaintiffs have failed to allege facts to support the assertion that the Altria Defendants acted in a fiduciary capacity with respect to the claims asserted in the Complaint; and (v) Plaintiffs have failed to state a claim for violation of ERISA's prohibited transaction rules.

WHEREFORE, for the foregoing reasons and those stated in the Altria Defendants' accompanying Memorandum of Law, the Altria Defendants respectfully request that the Complaint be dismissed with prejudice.

Dated: August 25, 2008

Respectfully submitted,

DEFENDANTS CORPORATE EMPLOYEE PLANS INVESTMENT COMMITTEE OF THE BOARD OF DIRECTORS OF ALTRIA GROUP, INC. (F/K/A PHILIP MORRIS COMPANIES INC.), ALTRIA CORPORATE SERVICES, INC., AND BENEFITS INVESTMENT GROUP OF ALTRIA CORPORATE SERVICES, INC.

/s/ Steven R. Gilford
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CERTIFICATE OF SERVICE

The undersigned counsel certifies that on August 25, 2008, he electronically filed the foregoing **ALTRIA DEFENDANTS' MOTION TO DISMISS PLAINTIFFS' COMPLAINT** with the Clerk of Court using the CM/ECF system, which will send notification of such filing to the following CM/ECF registrants:

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/s/ Steven R. Gilford

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